

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF IOWA
CENTRAL DIVISION

JUDITH CURRAN and MICHAEL EARP,
for the use and benefit of the Principal
Funds, Inc. Strategic Asset Management
(SAM) Balanced Portfolio, Principal
Strategic Growth Portfolio, *et al.*,

Plaintiffs,

v.

Principal Management Corporation,
Principal Global Investors, LLC, and
Principal Funds Distributor, Inc.,

Defendants.

Case No. 4:09-cv-00433-RP-CFB

**DEFENDANTS' MOTION TO DISMISS
THE AMENDED COMPLAINT**

Action filed: October 28, 2009

ORAL ARGUMENT REQUESTED

Principal Management Corporation, Principal Global Investors, LLC, and Principal Funds Distributor, Inc. ("Defendants"), hereby move this Court to dismiss the Plaintiffs' Amended Complaint pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure. This Motion is supported by Defendants' Brief in Support of Defendants' Motion to Dismiss the Amended Complaint, which is attached to Defendants' Motion for Leave to File an Overlength Brief, the accompanying Request for Judicial Notice, the Declaration of Andrew R. Escobar and attached exhibits, the arguments of counsel, and all additional papers filed by the parties before, during or after the hearing on this Motion, to the extent one is granted, as well as the entire record in the case. Defendants request oral argument for this Motion pursuant to LR 7(c).

WHEREFORE, Defendants respectfully request that this Court enter an order granting the Defendants' Motion to Dismiss the Amended Complaint.

Respectfully submitted,

DATED: January 29, 2010

By: /s/ Brian Campbell
Brian Campbell

Brian Campbell
WHITFIELD & EDDY P.L.C.
317 Sixth Ave., Suite 1200
Des Moines, Iowa 50309
Telephone: (515) 288-6041
Fax: (515) 246-1474
E-mail: campbell@whitfieldlaw.com

Phillip R. Kaplan (*admitted pro hac vice*)
Andrew R. Escobar (*admitted pro hac vice*)
O'MELVENY & MYERS LLP
610 Newport Center Drive, Suite 1700
Newport Beach, California 92660
Telephone: (949) 760-9600
Fax: (949) 823-6994
E-mail: pkaplan@omm.com; aescobar@omm.com

*Counsel for Defendants Principal Management
Corporation, Principal Global Investors, LLC, and
Principal Funds Distributor, Inc.*

NB1:790812